

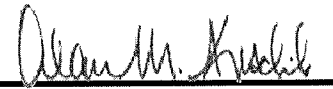
# EXHIBIT A

This document was signed electronically on December 30, 2015, which may be different from its entry on the record.

IT IS SO ORDERED.

Dated: December 30, 2015



  
ALAN M. KOSCHIK  
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION

In re: )  
 ) Chapter 11  
QSL of Medina, Inc., *et. al.*,<sup>1</sup> )  
 ) Case Nos. 15-52722; 15-52726  
 ) through 15-52732; 15-52734 through  
 ) 15-52735; 15-52737 through 15-  
 ) 52738; 15-52740 through 15-52749;  
 ) 15-52751 through 15-52754  
Debtors. ) (Joint Administration under Case No.  
 ) 15-52722)  
 )  
 ) Hon. Judge Alan M. Koschik  
 )

<sup>1</sup> The Debtors and the last four digits of the Debtors' United States Tax Identification Number following in parentheses are: QSL of Medina, Inc. (8260); QSL Operations, Inc. (2667); QSL Management, Inc. (1988); Quaker Steak & Lube Franchising Corporation (1589); Quaker Steak & Wings, Inc. (7669); QSL Sauces, Inc. (8951); QSL Intellectual Properties Corporation (9985); QSL of Buffalo, Inc. (6439); QSL of Sheffield, Inc. (5326); QSL of Plano, Inc. (6701); QSL of Warren, Inc. (3865); QSL of Independence, Ohio, Inc. (0166); QSL of Newport News, Inc. (3858); QSL of Lakewood, Inc. (1575); QSL of Harrisonburg, Inc. (4832); QSL of Concord, Inc. (9262); QSL of Carrollton, Inc. (7632); QSL of Fort Wayne, Inc. (3079); Lube Holdings, Inc. (6457); Best Wings USA, Inc. (1339); QSL of Wheeling, Inc. (2220); QSL of Vermillion, Inc. (5207); QSL of Springfield, Inc. (9745); QSL of Springfield Realty, Inc. (9589); QSL of Fredericksburg, Inc. (4887); QSL of Medina Realty, Inc. (8418); and Lube Aggregator Inc. (1263).

**ORDER AUTHORIZING APPLICATION OF OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR QSL OF MEDINA, ET AL. FOR AUTHORITY TO  
RETAIN AND EMPLOY COUNSEL FOR THE COMMITTEE, NUNC PRO TUNC TO  
DECEMBER 8, 2015.**

This matter coming before the Court on the *Application of Official Committee of Unsecured Creditors for QSL of Medina, et al. for Authority to Retain and Employ Counsel for the Committee, Nunc Pro Tunc to December 8, 2015* (the "Application"), Docket No. 94, filed by the Official Committee of Unsecured Creditors of QSL of Medina, *et al.* (the "Committee"). The Court having reviewed the Application and considered the Verified Statement attached thereto as Exhibit A; the Court being satisfied that WHP is a "disinterested person" as such term is defined under 11 U.S.C. § 101(14), as modified by 11 U.S.C. 1107(b); the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and reference from the District Court for the Northern District of Ohio pursuant to 28 U.S.C. § 157; (b) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of the Debtors' chapter 11 cases and this Application is proper under 28 U.S.C. §§ 1408 and 1409; (d) service and notice of the Application was sufficient under the circumstances; and (e) the legal and factual bases set forth in the Application establish just cause for the relief granted herein.

**IT IS HEREBY ORDERED THAT:**

1. The Application shall be, and hereby is, GRANTED.
2. The Committee is authorized to retain and employ WHP as counsel to represent the Committee during the pendency of the Debtors' chapter 11 cases pursuant to section 1103 of the Bankruptcy Code and *nunc pro tunc* to December 8, 2015.

3. WHP shall be compensated for services rendered to the Committee, and reimbursed for related expenses, in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable orders of this Court.

4. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation and/or interpretation of this Order.

**IT IS SO ORDERED.**

###

Submitted by:

/s/ Christopher W. Peer

Christopher W. Peer (No. 0076257)

E-mail Cpeer@wickenslaw.com

John A. Polinko (No. 0073967)

E-mail JPolinko@WickensLaw.com

WICKENS, HERZER, PANZA, COOK & BATISTA CO.

35765 Chester Road

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(440) 695-8098 (Fax)

COUNSEL TO OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS

# **EXHIBIT B**

Period	Date of Invoice	Incurred	Billed Amounts		Amounts Paid	
			Fees	Expenses	Fees	Expense
4/1/2016 – 4/30/2016	5/10/2016	\$44,879.92	\$44,335.50	\$544.42	\$35,468.40	\$544.42
5/1/2016 – 5/31/2016	6/10/2016	\$35,429.56	\$35,310.00	\$119.56	\$28,248.00	\$119.56
6/1/2016 – 6/30/2016	7/12/2016	\$25,959.13	\$25,755.00	\$204.13	\$20,604.00	\$204.13
7/1/2016 – 7/31/2016	8/10/2016	\$16,309.67	\$15,816.50	\$493.17	\$12,653.20	\$493.17
<b>TOTALS</b>		<b>\$122,578.28</b>	<b>\$121,217.00</b>	<b>\$1,361.28</b>	<b>\$96,973.60</b>	<b>\$1,361.28</b>

20801-310\1414058

# EXHIBIT C

35765 Chester Road  
Avon, Ohio 44011-1262  
(440) 695-8000 Avon  
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Official Committee of Unsecured Creditors of QSL of Medina, Inc.  
Mr. Lawrence D. Campana, Chairperson  
Campana Properties, Inc.  
17859 Lake Road  
Lakewood, OH 44107-1048

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For Services Performed Through April 30, 2016

**Our Matter No: 20801-301**  
**In re: QSL of Medina, Inc.**

4/1/2016	Work with Plur and Farmers re: pursuit of replacement committee seats (1.1); discussion with UST Rippy re: same (0.2); Conference with Mr. Opincar re: open post-sale items (0.4).				
	Christopher W. Peer	1.70 hrs.	300.00 / hr	\$	510.00
4/1/2016	Continued work on the March 31, 2016 Meeting Minutes for the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	0.30 hrs.	105.00 / hr	\$	31.50
4/4/2016	Respond to Plur (0.5); forward questionnaire to Mr Rippy (0.4).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
4/5/2016	Respond to Mr. Rippy re: sale process and timeline.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
4/6/2016	Review inquiry from Debtors' counsel re: inability to enter Harrisonburg location and follow-up with landlord (.3); respond to Debtor's counsel (.1); review of certain insurance policies previously provided by Debtors' counsel (.4); conduct research re: open post-sale issues and in anticipation of filing of plan (2.2).				
	John A. Polinko	3.00 hrs.	300.00 / hr	\$	900.00
4/7/2016	Respond to Debtors request to facilitate communications to committee member re: Harrisonburg.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
4/11/2016	Draft and revise agenda for committee call on 4/14/16.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
4/11/2016	Review of agenda for upcoming Committee call and discuss same with Attorney Chris				



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	Peer (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
4/12/2016	Review emails to Committee members re: deal closing and other case items.				
	Benjamin M. Cooke	0.20 hrs.	300.00 / hr	\$	60.00
4/12/2016	Review and revise call agenda for 4/14 (0.5); discuss commentary from BDO re: agenda and waterfall (0.4).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
4/12/2016	Review of email and attachments forwarded to Committee members in anticipation of weekly call (.6).				
	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00
4/12/2016	Review of 5th monthly invoice for fees and expenses of Debtors' counsel (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
4/12/2016	Preparation for the April 14 meeting and organization of materials for the April 14 meeting re: Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	0.30 hrs.	105.00 / hr	\$	31.50
4/13/2016	Communicate with committee re: call on 4/14.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
4/14/2016	Participate in conference call with Committee members (1.0); conference with Attorneys Polinko and Peer re: closing issues (0.2); conference with Attorney Polinko re: escrow funds at closing and franchise AR payment (0.2).				
	Benjamin M. Cooke	1.40 hrs.	300.00 / hr	\$	420.00
4/14/2016	Hold regularly scheduled committee call.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
4/14/2016	Prepare for and participate in weekly call with Attorney Chris Peer and Committee members to discuss case and current issues (1.0).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
4/14/2016	Preparation for and attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	1.10 hrs.	105.00 / hr	\$	115.50
4/15/2016	Review correspondence re: termination of Boseelman franchise agreement (0.3); conferences with Attorney Peer and Polinko re: closing matters (0.4); review updated closing purchase price adjustments and emails to same (0.3).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00

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4/15/2016	Communicate with UST re: coordination of closing and new committee members.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
4/18/2016	Conduct research related to anticipated plan issues and other open issues (2.0).				
	John A. Polinko	2.00 hrs.	300.00 / hr	\$	600.00
4/20/2016	Conference with McDonald Hopkins re: case status and next phases of case (0.6); update to Mr. Kozel and Mr. Goddard re: business aspects of future of case (0.5).				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
4/20/2016	Participate in call with Debtors' counsel to discuss closing of sale and other open issues (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
4/21/2016	Communications re: new committee members (0.6); review and organize files re: introductions to new committee members (1.0); request confirmation of payments from committee members (0.3).				
	Christopher W. Peer	1.90 hrs.	300.00 / hr	\$	570.00
4/22/2016	Communicate with Committee Members re: confirmation of payment.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
4/23/2016	Review notes re: committee formation and prepare agenda for upcoming meeting with new members.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
4/25/2016	Correspondence re: payments to Sandusky Bay and Campana are complete.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
4/25/2016	Review of emails and attachment re: inventory remaining and discuss same with Attorney Chris Peer (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
4/26/2016	Review appointment of new committee members (0.3); reach out to Plur and Farmers Bank re: upcoming meeting and introductions (1.0).				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
4/26/2016	Preparation of April 14, 2016 Minutes of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	3.60 hrs.	105.00 / hr	\$	378.00
4/27/2016	Communications with new board members to invite them to committee and discuss upcoming Committee Meeting (0.8); draft and deliver materials for 4/28/16 committee meeting (0.3).				

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	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
4/27/2016	Participate in call with Attorney Chris Peer and Debtors' counsel and representative of TAG to discuss orphan assets and potential of disposal of same by TAG (.6); participate in follow-up call with Mark Kozel of BDO to discuss assets (.3).				
	John A. Polinko	0.90 hrs.	300.00 / hr	\$	270.00
4/27/2016	Coordination of materials for the April 28 meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	0.20 hrs.	105.00 / hr	\$	21.00
4/28/2016	Review purchase price waterfall from BDO and emails with committee members e: same (0.2); participate in conference call with committee members and discussion of same with Attorneys Peer and Polinko(1.2).				
	Benjamin M. Cooke	1.40 hrs.	300.00 / hr	\$	420.00
4/28/2016	Committee Call with old and new members to transition (1.3); respond to Tom Ogg re: questions from Committee call (0.6).				
	Christopher W. Peer	1.90 hrs.	300.00 / hr	\$	570.00
4/28/2016	Participate in weekly conference call with Committee members and Attorney's Chris Peer and Ben Cooke (.9); participate in brief discussion following conference call with Attorney's Chris Peer and Ben Cooke re: next steps and First Interim Fee Application (.4).				
	John A. Polinko	1.30 hrs.	300.00 / hr	\$	390.00
4/28/2016	Attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	1.10 hrs.	105.00 / hr	\$	115.50
4/29/2016	Communications to Mr. Kozel and committee members to clarify points from Committee meeting on 4/28.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
4/29/2016	Preparation of Amendment to the Bylaws of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. in regard to the removal of Sandusky Bay Co., Ltd. and Campana Properties, Inc. as Committee Members and appointment of Farmers National Bank of Canfield and Plur, Inc. as Committee Members and change of Committee Chairperson from Lawrence D. Campana to Carl D. Harman.				
	Mary G. McCarty	0.10 hrs.	105.00 / hr	\$	10.50
Fees for this matter				\$	9,973.50

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REIMBURSABLE COSTS

	Computerized Legal Research	\$	289.52
4/6/2016	SpeakSpace, LLC - Conference Calling 3/24/16.	\$	5.01
4/6/2016	SpeakSpace, LLC - Conference Calling 3/10/16.	\$	11.89
4/6/2016	SpeakSpace, LLC - Conference Calling 3/7/16.	\$	0.16
4/6/2016	SpeakSpace, LLC - Conference Call 3/17/16.	\$	18.21
4/6/2016	SpeakSpace, LLC - Conference Calling 3/3/16 with Messrs. Campana, Bettcher, Harman, Goddard, Kozel and McNiel regarding QSL.	\$	26.26
4/6/2016	SpeakSpace, LLC - Conference Calling 3/31/16.	\$	11.27
	Total costs for this matter	\$	<u>544.42</u>
	<b>Total current billing for this matter</b>	<b>\$</b>	<b>10,517.92</b>

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For Services Performed Through April 30, 2016

**Our Matter No: 20801-302**

**In re: QSL of Medina, Inc. - Use/Sale/Lease of Asset**

4/1/2016	Review reports from Mastodon and Debtors re: closing items (0.6); conference with BDO re: same and draft response (0.4).				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
4/4/2016	Respond to questions re: purchase price and funds flow.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
4/5/2016	Research re: purchase price (0.8); conference with Mr. Kozel and Mr. Polinko re: purchase price and lack of data from Debtors on closing figures (0.5).				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
4/6/2016	Review and respond to various emails re: deal closing and purchase price calculation (0.5); review TA Form 8K filings re: recent acquisitions (0.5).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
4/6/2016	Communications with Mr. Kozel re: purchase price and funds flow (0.9); attention to collection of wire instructions (0.4).				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
4/7/2016	Conference with Ms. Contini re: open sale issues (0.8); conference with Mr. Kozel re: open sale issues and purchase price considerations (1.0).				
	Christopher W. Peer	1.80 hrs.	300.00 / hr	\$	540.00
4/7/2016	Review of email, summary and attachment from Debtors' counsel re: holdback for Sharon location (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
4/8/2016	Conference with M. Kozel re: purchase price calculation (0.2); Participate in conference call with Mastodon and MH re: purchase price calculation and waterfall (0.9); conference with Attorney Peer re: same (0.2); emails re: gift card adjustment with M. Kozel (0.3).				
	Benjamin M. Cooke	1.60 hrs.	300.00 / hr	\$	480.00
4/8/2016	Conference calls re: purchase price calculation and disagreements (2.0); call with Ms. Contini re: proposed changes to APA (0.7); call with Mr. Kozel re: Committee understanding of APA (0.7).				
	Christopher W. Peer	3.40 hrs.	300.00 / hr	\$	1,020.00

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4/8/2016	Review of email from Attorney Chris Peer to BDO re: holdback with respect to Sharon location and discuss same with Attorney Chris Peer (.3); review response to email from BDO (.1); review email from Debtors' counsel re: Seller's purchase price calculation and redline of 4th Amendment to Purchase Agreement (.1); review documents (.6); discuss same with Attorney Chris Peer and BDO comments (.4).	John A. Polinko	1.50 hrs.	300.00 / hr	\$	450.00
4/9/2016	Review of 4th amendment to APA (0.7); discussion with Mark Kozel re: purchase price model and APA before figures prior to sending to TA (1.8); conference call with Debtors' professionals re: purchase price calculation (1.0).	Christopher W. Peer	3.50 hrs.	300.00 / hr	\$	1,050.00
4/10/2016	Review purchase price spreadsheet update from Mr. Kozel and comment on changes and confirm understanding to address 4th Amendment and communication to Committee.	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
4/10/2016	Continued review and negotiation of Purchase Price; calls with BDO and analyze spreadsheets).	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
4/10/2016	Continued review and negotiation of Purchase Price; calls with BDO).	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
4/10/2016	Further revisions to 4th Amendment and discussions re: transmittal of purchase price to TA.	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
4/10/2016	Participate in call with Attorney Chris Peer to discuss current disposition of cases and next steps/issues to consider re: sale and post-sale activities (.5); review of multiple emails between Chris Peer and BDO re: comments on Seller's calculation and 4th Amendment to Asset Purchase Agreement (.5).	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
4/11/2016	Review BDO and Mastodon calculation of purchase price (0.5); review and respond to various emails re: determination of purchase price under APA (0.5); review revisions to Forth amendment to APA (0.5); conference with Attorney Peer re: status (0.2); review final amendment to APA and comments to same (0.3).	Benjamin M. Cooke	2.00 hrs.	300.00 / hr	\$	600.00
4/11/2016	Review final purchase price calculation (0.4); conference with Ms. Contini re: 4th Amendment (0.2); conference with Mr. Kozel re: final comparison of purchase price and updated claims waterfall (0.4).	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
4/12/2016	Review final revisions to 4th Amendment (0.3); review updated BDO purchase price calculation and claims waterfall (0.3).					

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	Benjamin M. Cooke	0.60 hrs.	300.00 / hr	\$	180.00
4/12/2016	Discussions with Ms. Contini re: sale communications (0.3); review case waterfall and purchase price estimate (0.6).				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
4/12/2016	Discussion with claims traders re: case update on a very high level with public information.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
4/12/2016	Review of multiple emails re: models of estimated purchase price amount and proceeds waterfall (.3); conduct review of draft documents re: same and discuss with Attorney Chris Peer (1.1).				
	John A. Polinko	1.40 hrs.	300.00 / hr	\$	420.00
4/13/2016	Review Mastadon flow of funds for closing and conference with Attorney Peer re: same (0.3); review emails from WHP and BDO re: same (0.2).				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00
4/13/2016	Review and respond to 4th amendment and purchase price calculations (1.3); Conference with Mark Kozel and John Polinko re: purchase price and other open issues (1.1).				
	Christopher W. Peer	2.40 hrs.	300.00 / hr	\$	720.00
4/13/2016	Participate in conference call with BDO and Attorney Chris Peer to discuss open issues related to closing of sale (.5); participate in brief discussion following call with Attorney Chris Peer to discuss matters to attend to as a result of conference call (.2); review email and attachment from Debtors' counsel forwarded by Attorney Chris Peer re: flow of funds (.5); participate in brief follow-up call with BDO and Attorney Chris Peer to discuss flow of funds (.3); review multiple emails from BDO, Attorney Chris Peer and counsel for Debtors' re: flow of funds and amendment to asset purchase agreement (.5).				
	John A. Polinko	2.00 hrs.	300.00 / hr	\$	600.00
4/14/2016	Conference call with Debtors and Debtors professionals re: 4th amendment and responses to TA (2.2); review lease issues with landlords and call landlord counsel re: memorandums of lease needed to close (1.9); negotiations with TA re: purchase price omissions (1.2); revisions to 4th Amendment (1.2).				
	Christopher W. Peer	6.50 hrs.	300.00 / hr	\$	1,950.00
4/14/2016	Participate in call with Attorney Chris Peer, Debtors' counsel, representatives of the Debtors and Mastodon to discuss recent amendment to APA, closing issues, payment waterfall and flow of funds (1.5); discuss same following call with Attorney Chris Peer (.3).				
	John A. Polinko	1.80 hrs.	300.00 / hr	\$	540.00
4/15/2016	Review and negotiation of 4th Amendment and updated flow of funds (1.6); revisions to				

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	4th Amendment to APA (0.7).				
	Christopher W. Peer	2.30 hrs.	300.00 / hr	\$	690.00
4/15/2016	Participate in discussion with Attorney Chris Peer re: agreement reached with TA with respect to post petition royalty A/R and review of email re: same (.4); participate in discussions with Attorney Chris Peer re: closing of the sale, next steps following and impact on Committee composition (.5).				
	John A. Polinko	0.90 hrs.	300.00 / hr	\$	270.00
4/16/2016	Exchange messages with Mark Kozel re: 4th Amendment. .				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
4/17/2016	Review 4th Amendment changes and forward comments to Ms. Contini.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
4/18/2016	Review and revise 4th Amendment to APA.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
4/18/2016	Follow-up with certain creditors' counsel re: closing of the sale (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
4/19/2016	Review multiple edits to 4th amendment and funds flow model (2.1); revisions re: same with Ms. Contini (1.8).				
	Christopher W. Peer	3.90 hrs.	300.00 / hr	\$	1,170.00
4/20/2016	Attention to closing of sale and settlement statement.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
4/20/2016	Review of multiple emails re: closing of the sale (.2); review of revised settlement statement forwarded by the title company closing the sale (.3); review of summary email re: same sent to Committee members (.2).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
4/21/2016	Review various emails re: closing of transaction and final purchase price calculation and waterfall (0.4); conference with Attorney Polinko re: same.				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00
4/21/2016	Confirm Settlement statement and delivery of funds.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
4/25/2016	Review inventory accounting.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
4/26/2016	Discussion with Mr. Kozel re: Final closing Certificate and ETA of same.				



Official Committee of Unsecured Creditors of QSL of Medina, Inc.  
Mr. Lawrence D. Campana, Chairperson  
Campana Properties, Inc.  
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	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
4/27/2016	Conference call with Debtors and others re: TAG liquidation of orphan assets.				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00

Fees for this matter	\$	<u>16,620.00</u>
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>16,620.00</b>
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**Our Matter No: 20801-304**  
**In re: QSL of Medina, Inc. - OTM Proposed Retention/Fee Application**

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Official Committee of Unsecured Creditors of QSL of Medina, Inc.  
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For Services Performed Through April 30, 2016

**Our Matter No: 20801-305**

**In re: QSL of Medina, Inc. - Miscellaneous Motions**

4/13/2016	Review and respond to Lakewood Objection to Lease rejection.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
4/25/2016	Review Motion to address Bossleman de-identification.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
	Fees for this matter			\$	420.00
	<b>Total current billing for this matter</b>			\$	<b>420.00</b>

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**Our Matter No: 20801-306**

**In re: QSL of Medina, Inc. - OTM Investigation**

4/4/2016	Review D&O insurance policy (0.9); review recent case in Michigan re: application of D&O insurance in bankruptcy (0.5).				
	Christopher W. Peer	1.40 hrs.	300.00 / hr	\$	420.00
4/5/2016	Review D&O policies to determine coverage and options.				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
4/6/2016	Review Bosselman allegations and research re: D&O investigations.				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
4/13/2016	Research and review of financial and Franchise solicitation memoranda.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
Fees for this matter				\$	1,350.00
<b>Total current billing for this matter</b>				<b>\$</b>	<b>1,350.00</b>

Official Committee of Unsecured Creditors of QSL of Medina, Inc.  
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For Services Performed Through April 30, 2016

**Our Matter No: 20801-307**

**In re: QSL of Medina, Inc. - Cash Collateral/Financing**

4/7/2016	Review of rolling cash budget and variance provided by Debtors' counsel (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
4/15/2016	Review of Debtor's rolling budget and variance report forwarded by Debtors' counsel (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00

Fees for this matter	\$	180.00
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>180.00</b>
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Official Committee of Unsecured Creditors of QSL of Medina, Inc.  
Mr. Lawrence D. Campana, Chairperson  
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For Services Performed Through April 30, 2016

**Our Matter No: 20801-309**

**In re: QSL of Medina, Inc. - Creditor Communication**

4/7/2016	Communications with counsel for Vermilion Port Authority.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
4/11/2016	Discussion with Attorney Stumphauzer re: Vermilion Port Authority inquiry.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00

Fees for this matter	\$	150.00
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>150.00</b>
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Official Committee of Unsecured Creditors of QSL of Medina, Inc.  
Mr. Lawrence D. Campana, Chairperson  
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**Our Matter No: 20801-310**

**In re: QSL of Medina, Inc. - WHP Retention/Fee Applications**

4/6/2016	Review WHP billings to date.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
4/8/2016	Review March time and billing.				
	Christopher W. Peer	1.20 hrs.	300.00 / hr	\$	360.00
4/11/2016	Work on outline of First Application for Payment of Fees and Reimbursement of Expenses (1.8).				
	John A. Polinko	1.80 hrs.	300.00 / hr	\$	540.00
4/12/2016	Work on formatting and beginning of draft of First Application for Payment of Fees and Reimbursement of Expenses (2.6).				
	John A. Polinko	2.60 hrs.	300.00 / hr	\$	780.00
4/13/2016	Deliver BDO and WHP invoicing for March.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
4/13/2016	Continue work on First Application for Payment of Fees and Reimbursement of Expenses (2.1).				
	John A. Polinko	2.10 hrs.	300.00 / hr	\$	630.00
4/15/2016	Review local rules and guidelines for information to be included in fee applications (.6); continue work on First Application for Payment of Fees and Reimbursement of Expenses (1.0).				
	John A. Polinko	1.60 hrs.	300.00 / hr	\$	480.00
4/19/2016	Discuss First Interim Fee Application with Attorney Chris Peer and timing of filing (.4); collect all invoices and table of total hours to be segregated and presented in exhibits to First Interim Fee Application (2.3); continue work on draft of First Interim Fee Application (3.2).				
	John A. Polinko	5.90 hrs.	300.00 / hr	\$	1,770.00
4/20/2016	Continue work on first draft of First Interim Fee Application and exhibits (2.8); discuss same with Attorney Chris Peer (.4).				
	John A. Polinko	3.20 hrs.	300.00 / hr	\$	960.00
4/21/2016	Review of invoices and calculate individual hours attributable to Project Categories (1.5); continue work on draft of First Interim Fee Application (3.8).				

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	John A. Polinko	5.30 hrs.	300.00 / hr	\$	1,590.00
4/22/2016	Continue to work on First Interim Fee Application and complete table of Project Categories (3.6).				
	John A. Polinko	3.60 hrs.	300.00 / hr	\$	1,080.00
4/25/2016	Continue work on First Interim Fee Application (2.3).				
	John A. Polinko	2.30 hrs.	300.00 / hr	\$	690.00
4/26/2016	Review and revise WHP Fee Application.				
	Christopher W. Peer	1.20 hrs.	300.00 / hr	\$	360.00
4/26/2016	Continue work on First Interim Fee Application, in addition to exhibits and work on first revisions thereto (3.8).				
	John A. Polinko	3.80 hrs.	300.00 / hr	\$	1,140.00
4/27/2016	Review and revision to WHP Fee application.				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
4/27/2016	Finalize draft of First Interim Fee Application and forward same to Attorney Chris Peer for comments and revisions (2.6); complete exhibits to First Interim Fee Application, including Certification (.1.1).				
	John A. Polinko	3.70 hrs.	300.00 / hr	\$	1,110.00
4/28/2016	Review and revision to WHP application (0.3); filing of same (0.2).				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
4/28/2016	Work on final revisions to First Interim Fee Application and provide same to Delly Kelly, along with all exhibits, to have First Interim Fee Application filed (2.5).				
	John A. Polinko	2.50 hrs.	300.00 / hr	\$	750.00
4/29/2016	Prepare Notice of Hearing re: WHP and BDO Fee Applications (.6); prepare and revise Supplement to WHP Fee Application (.4).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
Fees for this matter				\$	13,140.00
Total current billing for this matter				\$	13,140.00



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**In re: QSL of Medina, Inc. - Plan of Reorganization/Disclosure Statement**

4/12/2016	Research re: plan exclusivity and plan formation.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
4/13/2016	Research re: plan issues and possible structure of plan.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
4/13/2016	Continue research on substantive consolidation for purposes of post-sale direction of chapter 11 cases (1.4).				
	John A. Polinko	1.40 hrs.	300.00 / hr	\$	420.00

Fees for this matter	\$	870.00
<b>Total current billing for this matter</b>	<b>\$</b>	<b>870.00</b>

Official Committee of Unsecured Creditors of QSL of Medina, Inc.  
Mr. Lawrence D. Campana, Chairperson  
Campana Properties, Inc.  
17859 Lake Road  
Lakewood, OH 44107-1048

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**Our Matter No: 20801-317**

**In re: QSL of Medina, Inc. - Lien Investigation**

4/25/2016      Preparation and electronic filing of Notice of Voluntary Dismissal.

Docket	0.20 hrs.	60.00 / hr	\$	12.00
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Fees for this matter	\$	12.00
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>12.00</b>
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**Our Matter No: 20801-318**  
**In re: QSL of Medina, Inc. - Litigation/Advisory Proceeding**

4/25/2016	Review and filing of dismissal re: Cortland Bank.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00

4/25/2016	Prepare Notice of Dismissal of adversary proceeding and work with Delly Kelly re: filing (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00

Fees for this matter	\$	210.00
<b>Total current billing for this matter</b>	<b>\$</b>	<b>210.00</b>

Official Committee of Unsecured Creditors of QSL of Medina, Inc.  
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Campana Properties, Inc.  
17859 Lake Road  
Lakewood, OH 44107-1048

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**INVOICE SUMMARY**

Current

FEES FOR PROFESSIONAL SERVICES	44,335.50
REIMBURSABLE COSTS	<u>544.42</u>
<b>PLEASE REMIT BALANCE DUE THIS INVOICE</b>	<b>44,879.92</b>

**TERMS**

■ **NET 30 DAYS**

The Ohio Supreme Court Disciplinary Rules provide that attorneys' fees are to be based upon the hours spent; the results obtained; the urgency of the matter; the experience, reputation and ability of the attorneys involved; and the novelty and difficulty of the issue involved. Our fees for all lawyers and paralegals are computed not solely based on hours spent and are in accordance with the Supreme Court rules. If you have any questions, please call us.

*Thank you for entrusting us with your legal needs.*

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Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.  
c/o Mr. Carl B. Harman  
1024 Pleasant Valley Road  
Harrisonburg, VA 22801-9790

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**Our Matter No: 20801-301**

**In re: Wings of Medina Liquidation, Inc., et al.**

5/2/2016	Review bylaw revisions.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
5/2/2016	Follow-up with creditor's counsel re: inquiry on claims (.2).				
	John A. Polinko	0.20 hrs.	300.00 / hr	\$	60.00
5/2/2016	Continued work on Amendment to the Bylaws for the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	0.20 hrs.	105.00 / hr	\$	21.00
5/3/2016	Coordinate notes re: status call with Debtors. .				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
5/4/2016	Conference with Debtors' counsel re: open issues (0.8); update committee re: same (0.3). .				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
5/4/2016	Participate in call with counsel for the Debtors and Attorney Chris Peer to discuss open issues to be addressed; briefly discuss with Attorney Chris Peer topics that were addressed on the call (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
5/4/2016	Preparation of Minutes of the April 28, 2016 Meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	3.90 hrs.	105.00 / hr	\$	409.50
5/5/2016	Conference with professionals re: Debtors' and Committee coordination on certain open matters.				

Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.  
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	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
5/5/2016	Participate in conference with Attorney Chris Peer and BDO re: coordination with Debtors on certain issues (.9).				
	John A. Polinko	0.90 hrs.	300.00 / hr	\$	270.00
5/5/2016	Continued preparation of the April 28, 2016 Meeting Minutes for the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	1.30 hrs.	105.00 / hr	\$	136.50
5/6/2016	Respond to committee member inquiries.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
5/6/2016	Continued work on Minutes of the April 28, 2016 Meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	0.20 hrs.	105.00 / hr	\$	21.00
5/9/2016	Draft and revise Agenda for 5/12 committee meeting (0.6); follow up with Debtors re: TAG and other open issues (0.5).				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
5/9/2016	Review of email from Debtors' counsel re: TAG and sale of miscellaneous assets (.2); discuss same with Attorney Chris Peer and review response to email (.2).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
5/10/2016	Finalize agenda and send same to committee (0.6); respond to inquiries from Farmers and Plur (0.3).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
5/10/2016	Organization and collection of documents for the May 12, 2016 Meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	0.10 hrs.	105.00 / hr	\$	10.50
5/12/2016	Review updated waterfall (0.2); review various emails re: destruction of corporate records and conference with Attorney Polinko re: same (0.3); participate in conference call with committee members (0.7).				
	Benjamin M. Cooke	1.20 hrs.	300.00 / hr	\$	360.00
5/12/2016	Conduct committee call (1.0); Respond to Plur re: financial questions (0.3).				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
5/12/2016	Participate in bi-weekly call with Committee to discuss case and open issues (1.0).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
5/12/2016	Finalize letter to Debtors' counsel re: books and records to be retained and forward same to Corri Burns (.4).				

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	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
5/12/2016	Preparation for and attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	1.20 hrs.	105.00 / hr	\$	126.00
5/18/2016	Coordinate meetings for professionals re: identification of issues.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
5/18/2016	Review of emails and attachments thereto from counsel for Debtors re: consulting agreement and calculation for Austintown location (1.0).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
5/19/2016	Conference with Debtors professionals re: open issues, including Austintown and Lippert (0.7); respond to committee member inquiries (0.4).				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
5/19/2016	Participate in call with Attorney Chris Peer, BDO and Debtors' counsel to discuss including consulting agreement, calculation of Austintown obligations, and other open issues (.9); participate in follow-up discussion with Attorney Chris Peer (.3).				
	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
5/20/2016	Draft upcoming agenda for committee meeting.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
5/23/2016	Preparation of notes from the May 20, 2016 meeting in regard to the QSL D&O matter; preparation of Minutes of the April 28, 2016 Meeting of the Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.				
	Mary G. McCarty	5.70 hrs.	105.00 / hr	\$	598.50
5/24/2016	Prepare for Thursday committee meeting (1.0); revise agenda for committee meeting (0.2); conference call with Debtors counsel to discuss status of open matters (0.6); call with Mr. Kozel re: TAG and other open matters (0.3).				
	Christopher W. Peer	2.10 hrs.	300.00 / hr	\$	630.00
5/24/2016	Complete memorandum for Committee to address information received re: past actions by Debtors' Board (1.2); forward and discuss revisions with BDO and Attorney Chris Peer (.4); complete revisions and forward to Attorney Chris Peer for inclusion with documents to be sent to Committee (.5).				
	John A. Polinko	2.10 hrs.	300.00 / hr	\$	630.00
5/24/2016	Participate in call with counsel for Debtors and Attorney Chris Peer to discuss pending issues in Debtors' chapter 11 cases and participate in follow-up discussion with Attorney Chris Peer (1.0).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
5/24/2016	Continued work on the Minutes of the May 12, 2016 Meeting of the Official Committee				

Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.  
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	of Unsecured Creditors of Wings of Medina Liquidation, Inc. and preparation of materials for the May 26 meeting.				
	Mary G. McCarty	0.60 hrs.	105.00 / hr	\$	63.00
5/25/2016	Conference with Mr. Kozel re: Committee meeting and update on discussion with Debtors' counsel.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
5/25/2016	Review of Monthly Operating Report (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
5/26/2016	Review memorandum to committee members re: D&O claims investigation (0.3); review updated purchase price waterfall and claims analysis (0.2); participate in conference call with committee members re: case issues (1.5).				
	Benjamin M. Cooke	2.00 hrs.	300.00 / hr	\$	600.00
5/26/2016	Committee Meeting (1.7); review bylaws and notes in preparation for Committee Meeting (0.6).				
	Christopher W. Peer	2.30 hrs.	300.00 / hr	\$	690.00
5/26/2016	Participate in conference call with Attorney's Chris Peer and Ben Cooke and Committee members (1.5).				
	John A. Polinko	1.50 hrs.	300.00 / hr	\$	450.00
5/26/2016	Attendance at meeting of the Committee of Unsecured Creditors in re: Wings of Medina Liquidation, Inc., et. al; record Minutes of same.				
	Mary G. McCarty	1.60 hrs.	105.00 / hr	\$	168.00
5/27/2016	Review of notes from Committee meeting.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
Fees for this matter				\$	9,654.00
REIMBURSABLE COSTS					
	Computerized Legal Research			\$	17.93
	Copy Charges			\$	70.80
5/9/2016	SpeakSpace, LLC - Conference Calling Service 4/14/16 with Messrs. Campana, Bettcher, Harman, Goddard, Kozel and McNiel.			\$	9.39
5/9/2016	SpeakSpace, LLC - Conference Calling Service 4/28/16 with			\$	21.44



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Messrs. Campana, Bettcher, Harman, Goddard, Kozel and  
McNiel.

Total costs for this matter	\$	<u>119.56</u>
Total current billing for this matter	\$	9,773.56

Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.  
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1024 Pleasant Valley Road  
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For Services Performed Through May 31, 2016

**Our Matter No: 20801-302**

**In re: Wings of Medina Liquidation, Inc., et al. - Use/Sale/Lease of Asset**

5/2/2016	Receive and review Draft Final Closing Certificate.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
5/2/2016	Review of proposal received from TAG re: liquidation of orphan assets (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
5/3/2016	Review TAG and discuss same and final certificate with Mark Kozel.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
5/3/2016	Review multiple emails re: orphan inventory and plan for addressing same (.2); participate in conference call with Attorney Chris Peer and BDO to discuss orphan assets and disposition of same (.5); participate in follow-up discussion with Attorney Chris Peer re: same (.2); review of emails and attachment re: Verified Purchase Price Comparison and discuss same with Attorney Chris Peer (.4).				
	John A. Polinko	1.30 hrs.	300.00 / hr	\$	390.00
5/5/2016	Review inventory update and responses to Ms. Contini re: same.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
5/9/2016	Review TAG update.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
5/17/2016	Respond to Mr. Kozel re: TAG.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
5/18/2016	Review TAG proposal and respond with Committee comment.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00

Fees for this matter	\$	1,320.00
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>1,320.00</b>
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Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.  
c/o Mr. Carl B. Harman  
1024 Pleasant Valley Road  
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For Services Performed Through May 31, 2016

**Our Matter No: 20801-304**

**In re: Wings of Medina Liquidation, Inc., et al. - OTM Proposed Retention/Fee Application**

5/2/2016	Review revisions to Mastodon Comments.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
5/2/2016	Review and revise Comments to Mastodon Fee Application and forward same to Attorney Chris Peer (.6).				
	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00
5/5/2016	Coordination of filing Comments to Mastodon Fee Application.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
5/6/2016	Review April billing.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
Fees for this matter				\$	480.00
Total current billing for this matter				\$	480.00

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Our Matter No: 20801-305  
In re: Wings of Medina Liquidation, Inc., et al. - Miscellaneous Motions

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For Services Performed Through May 31, 2016

**Our Matter No: 20801-310**

**In re: Wings of Medina Liquidation, Inc., et al. - WHP Retention/Fee Applications**

5/16/2016      Review of email from US Trustee's office re: concerns with Fee Application and discuss  
same with Attorney Chris Peer (.4).

John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
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5/18/2016      Revise orders to be submitted re: WHP and BDO Fee Applications (.5).

John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
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Fees for this matter	\$	270.00
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>270.00</b>
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For Services Performed Through May 31, 2016

**Our Matter No: 20801-311**

**In re: Wings of Medina Liquidation, Inc., et al. - Plan of Reorganization/Disclosure Statement**

5/13/2016	Conference with Mr. Polinko re: Plan expectations for Committee.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
5/18/2016	Work on outline of Plan construct.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
5/19/2016	Review notes on possible Plan construct for meeting with Mr. Kozel.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
5/20/2016	Conference with Attorney Peer regarding preparation of Trust to handle administration of estate.				
	Timothy J. Pillari	0.20 hrs.	300.00 / hr	\$	60.00
5/20/2016	Meeting with Mr. Kozel and Mr. Polinko re: plan expectations and plan for negotiations.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
5/31/2016	Review and revise Plan outline.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
	Fees for this matter			\$	900.00
	<b>Total current billing for this matter</b>			\$	<b>900.00</b>

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For Services Performed Through May 31, 2016

**Our Matter No: 20801-318**

**In re: Wings of Medina Liquidation, Inc., et al. - Litigation/Advisory Proceeding**

5/5/2016	Confer with John Polinko regarding potential Directors and Officers claim to benefit unsecured creditors and review background information re: same.				
	Matthew W. Nakon	1.00 hrs.	300.00 / hr	\$	300.00
5/5/2016	Discussions with Matt Nakon and John Polinko re: potential D&O claims and beginning thoughts on strategy.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
5/5/2016	Continue work and research on potential litigation and causes of action re: directors and officers (2.7).				
	John A. Polinko	2.70 hrs.	300.00 / hr	\$	810.00
5/6/2016	Correspond with Attorneys Peer and Polinko regarding potential Directors and Officers claims; review and analysis of draft demand regarding records destruction and review strategy re: same.				
	Matthew W. Nakon	0.90 hrs.	300.00 / hr	\$	270.00
5/6/2016	Meet with Matt Nakon re: D&O (0.5); research re: breach of fiduciary duty claims (0.4); efforts to coordinate discussion with creditors who have expressed concern about director direction and communication (0.4).				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
5/6/2016	Research and review of documents, including insurance policy, in anticipation of litigation against Debtors' directors and officers (2.1); review of Waco complaint (.5).				
	John A. Polinko	2.60 hrs.	300.00 / hr	\$	780.00
5/9/2016	Discussion with Mr. Polinko re: D&O coverage and letter to debtors re: records destruction.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
5/9/2016	Participate in discussion with Attorney Chris Peer re: directors and officers litigation and request of Debtors' counsel (.4); continue research re: potential claims against directors and officers (1.1).				
	John A. Polinko	1.50 hrs.	300.00 / hr	\$	450.00
5/10/2016	Review and analysis of correspondence from Chris Peer re: Mr. Joll's contentions and potential Directors and Officers claim (1.1)' legal research and analysis re: hurdles and potential claims (0.6); assess status of record protection correspondence (0.6).				

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	Matthew W. Nakon	2.30 hrs.	300.00 / hr	\$	690.00
5/10/2016	Continued research re: claims against directors and officers (0.6); conference call with Mr. Joll (0.5).				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
5/10/2016	Review of multiple emails and attachments from lender's counsel in preparation for call (.6); participate in call with lender's counsel to discuss background of lending relationship and issues (1.2); discuss result of call with Attorney Chris Peer (.5); prepare outline of results of call in anticipation of formal discussion with Committee and Attorney Matt Nakon (1.8).				
	John A. Polinko	4.10 hrs.	300.00 / hr	\$	1,230.00
5/11/2016	Confer with Attorney Polinko re: potential Directors and Officer claims (1.00); review draft correspondence regarding record preservation demand (0.3); legal research and analysis re: underlying claims; correspond with counsel regarding record preservation matters (0.3).				
	Matthew W. Nakon	1.60 hrs.	300.00 / hr	\$	480.00
5/11/2016	Review books and records retention letter and comment on same to Mr. Polinko.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
5/11/2016	Review and discuss with Attorney Chris Peer letter to Debtors' counsel re: maintenance of certain documents (.6); review and respond to multiple emails from internal group re: contents of letter to be sent to Debtors' counsel (.5).				
	John A. Polinko	1.10 hrs.	300.00 / hr	\$	330.00
5/11/2016	Continue work and investigation on potential causes of action against Debtors' directors and officers (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
5/12/2016	Correspond with counsel regarding scheduling conference call with Mr. Joll and counsel; confer with counsel regarding reply concerning notice of intent to destroy.				
	Matthew W. Nakon	0.50 hrs.	300.00 / hr	\$	150.00
5/12/2016	Review Books and Records letter.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
5/12/2016	Review email and attached document from Debtors' counsel re: claims of Bosselman and response to same (.5); forward same to Committee representatives and discuss with Attorney Chris Peer (.4).				
	John A. Polinko	0.90 hrs.	300.00 / hr	\$	270.00
5/12/2016	Review of materials re: Traviglini in anticipation of conference call with counsel for Debtors, counsel for Traviglini and selected mediator scheduled for 5/13/16 (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00



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5/12/2016	Review of email from Attorney Chris Peer re: investigatory call with Ray Joll and discuss same with Attorney Chris Peer (.5); continue review of information, and research same, concerning information provided by counsel for lender (1.5).				
	John A. Polinko	2.00 hrs.	300.00 / hr	\$	600.00
5/13/2016	Confirm conference with Mr. Joll and assess status (0.3; review letter to Scott Opincar (0.2).				
	Matthew W. Nakon	0.50 hrs.	300.00 / hr	\$	150.00
5/13/2016	Coordinate Call with Mr. Joll (0.3); review books and records letter and consider changes (0.5).				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
5/13/2016	Participate in follow-up discussion with Attorney Chris Peer re: Bosselman litigation and Committee's role (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
5/13/2016	Participate in call with Debtors' counsel, counsel for Traviglini and mediator re: schedule and issues (.8); discuss same with Attorney Chris Peer (.3).				
	John A. Polinko	1.10 hrs.	300.00 / hr	\$	330.00
5/13/2016	Review law related to particular causes of action and how same are addressed in Sixth Circuit, among others (2.0); continue work on preliminary outline of potential causes of action (.8).				
	John A. Polinko	2.80 hrs.	300.00 / hr	\$	840.00
5/16/2016	Review comments re: D&O investigation from Mr. Polinko.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
5/16/2016	Work on outline of potential areas and issues to discuss on follow-up with counsel for lender and, potentially, shareholder (1.4); research certain issues related to directors and officers litigation, with specific attention to exceptions to coverage (1.8); review of actions against pre-filing advisors of debtors (.4); review of 3rd Circuit vs 6th Circuit law with respect to actions against directors and officers (1.8).				
	John A. Polinko	5.40 hrs.	300.00 / hr	\$	1,620.00
5/17/2016	Review of matters re: Bossleman for further consideration of possible claims.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
5/18/2016	Preparation for and meeting with John Polinko and Chris Peer regarding strategy moving forward (1.5); document demand, meeting with Mr. Joll and strategy matters (1.0).				
	Matthew W. Nakon	2.50 hrs.	300.00 / hr	\$	750.00
5/18/2016	Meeting with John Polinko and Matt Nakon re: D&O challenges and upcoming interviews (1.8); prepare for meeting with Mr. Polinko and Mr. Nakon (0.6).				

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	Christopher W. Peer	2.40 hrs.	300.00 / hr	\$	720.00
5/18/2016	Prepare for meeting with Attorney's Matt Nakon and Chris Peer (.6); participate in meeting to discuss case disposition and potential causes of action (1.5).				
	John A. Polinko	2.10 hrs.	300.00 / hr	\$	630.00
5/19/2016	Continue research re: potential claims to be raised (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
5/20/2016	Preparation for and participation in conference with Mark Kozel, Chris Peer and John Polinko following conference call with Mr. Joll regarding evidentiary matters, potential claims against estate, strategy and 2004 Exam (1.3); review and analysis of documents received from Mr. Joll and his counsel and assess impact, if any, on strategy matters; confer with Mr. Polinko re: same (1.2).				
	Matthew W. Nakon	2.50 hrs.	300.00 / hr	\$	750.00
5/20/2016	Interview of Mr Joll(1.2) ; discussion re interview with Kozel, Nakon and Polinko (0.9); preparations for same (0.4).				
	Christopher W. Peer	2.50 hrs.	300.00 / hr	\$	750.00
5/20/2016	Prepare for telephonic meeting with Mr. Ray Joll and Attorney Chris Peer (.5); participate in call with Mr. Ray Joll, his counsel and Attorney Chris Peer (1.2); participate in discussion with Attorney's Chris Peer and Matt Nakon following telephonic meeting (.4); participate in follow-up call with counsel for Ray Joll re: correspondence and potential 2004 examination (.3); retrieve documentation in preparation of filing Motion for 2004 Examination (.6); continue research on potential causes of action (1.2).				
	John A. Polinko	4.20 hrs.	300.00 / hr	\$	1,260.00
5/20/2016	Attendance at meeting re: QSL D&O matters.				
	Mary G. McCarty	1.20 hrs.	105.00 / hr	\$	126.00
5/23/2016	Continued review and analysis of documents from Raymond Joll and correspondence to all counsel re: same.				
	Matthew W. Nakon	0.80 hrs.	300.00 / hr	\$	240.00
5/23/2016	Continue investigation and research re: potential litigation to be brought by Committee (2.4).				
	John A. Polinko	2.40 hrs.	300.00 / hr	\$	720.00
5/24/2016	Review memorandum from Attorney Polinko re: investigation into potential D&O claims.				
	Benjamin M. Cooke	0.30 hrs.	300.00 / hr	\$	90.00
5/24/2016	Coordinate meeting with John Polinko and continue legal research and analysis of claims; review and analysis of correspondence regarding plan disputes.				
	Matthew W. Nakon	0.90 hrs.	300.00 / hr	\$	270.00

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5/24/2016	Review and revise memo re: investigation status.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
5/25/2016	Review email from Mr. Polinko re: D&O litigation needs.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
5/25/2016	Continue research and investigation of potential claims against Debtors' directors and officers (2.5).				
	John A. Polinko	2.50 hrs.	300.00 / hr	\$	750.00
5/26/2016	Meeting with John Polinko regarding status, claims, Joll letters and strategy moving forward (0.9); continued legal research and analysis regarding procedural matters (0.6).				
	Matthew W. Nakon	1.50 hrs.	300.00 / hr	\$	450.00
5/26/2016	Review notes and memorandum re: D&O investigation.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
5/26/2016	Participate in meeting with Attorney Matt Nakon to discuss research and investigation and prospective requests for documents from counsel for Debtors and other relevant parties (1.0); continue research on litigation issues and potential causes of actions against Debtors' directors and officers (2.2).				
	John A. Polinko	3.20 hrs.	300.00 / hr	\$	960.00
5/27/2016	Work on outline of letter to Debtors' counsel re: document request (.4); work on outline of Motion for Rule 2004 Examination (.8).				
	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
5/31/2016	Word on draft of Motion for Rule 2004 Examination (1.8).				
	John A. Polinko	1.80 hrs.	300.00 / hr	\$	540.00
5/31/2016	Work on draft of correspondence to Debtors' counsel re: request for specific documents (1.0).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
Fees for this matter				\$	21,756.00
Total current billing for this matter				\$	21,756.00

Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.  
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#### INVOICE SUMMARY

Current

FEES FOR PROFESSIONAL SERVICES	35,310.00
REIMBURSABLE COSTS	<u>119.56</u>
<b>PLEASE REMIT BALANCE DUE THIS INVOICE</b>	<b>35,429.56</b>

TERMS

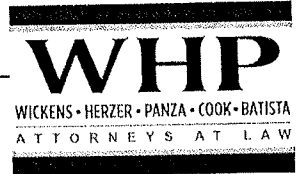


NET 30 DAYS

The Ohio Supreme Court Disciplinary Rules provide that attorneys' fees are to be based upon the hours spent; the results obtained; the urgency of the matter; the experience, reputation and ability of the attorneys involved; and the novelty and difficulty of the issue involved. Our fees for all lawyers and paralegals are computed not solely based on hours spent and are in accordance with the Supreme Court rules. If you have any questions, please call us.

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For Services Performed Through June 30, 2016

Our Matter No: 20801-301

In re: Wings of Medina Liquidation, Inc., et al.

6/3/2016	Preparation of Minutes for the May 26, 2016 Meeting of the Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.				
	Mary G. McCarty	3.40 hrs.	105.00 / hr	\$	357.00
6/5/2016	Draft and circulate draft agenda for June 9, 2016.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
6/6/2016	Continued work on the May 26, 2016 Meeting Minutes and preparation of Outline re: Proposed Construction of Plan of Liquidation.				
	Mary G. McCarty	1.60 hrs.	105.00 / hr	\$	168.00
6/7/2016	Review proposed plan document and committee call agenda (0.2); conference with Attorney Polinko re: various case issues and status of same (0.2).				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00
6/7/2016	Collection of materials and revisions to agenda for Committee Call on 6/9.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
6/7/2016	Continued work on the Minutes for the May 26, 2016 Meeting of the Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.				
	Mary G. McCarty	0.50 hrs.	105.00 / hr	\$	52.50
6/8/2016	Preparation of materials for the June 9, 2016 Meeting of the Official Committee of Unsecured Creditors of Wings of Medina Liquidation, Inc.				
	Mary G. McCarty	0.30 hrs.	105.00 / hr	\$	31.50
6/9/2016	Committee conference call (1.6); communications with Debtors' counsel re: plan exclusivity (0.4); respond to committee members following group call (0.8).				

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	Christopher W. Peer	2.80 hrs.	300.00 / hr	\$	840.00
6/9/2016	Continued preparation of materials for and attendance at the June 9, 2016 Meeting of the Official Committee of Unsecured Creditors of Wings of Medina Liquidation, Inc.				
	Mary G. McCarty	1.50 hrs.	105.00 / hr	\$	157.50
6/10/2016	Respond to committee member Plur's comments and questions regarding operation of a Plan.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
6/17/2016	Discuss 6/10 minutes of committee meeting with Ms. McCarty.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
6/20/2016	Draft and circulate agenda(0.4); revise and edit minutes from 6/9/16 (0.5).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
6/20/2016	Preparation of Minutes of the June 9, 2016 Meeting of the Committee of Unsecured Creditors re: Wings of Medina Liquidation, Inc., et al.				
	Mary G. McCarty	4.20 hrs.	105.00 / hr	\$	441.00
6/21/2016	Draft, revise and send agenda to Committee for call on 6/23.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
6/21/2016	Review of Operating Report filed by the Debtors (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
6/21/2016	Organization of materials for the June 23 meeting of the Committee of Unsecured Creditors re: Wings of Medina Liquidation.				
	Mary G. McCarty	0.10 hrs.	105.00 / hr	\$	10.50
6/22/2016	Review updated purchase price calculation and conference with Attorney Polinko re: salme (0.2); review updated BDO waterfall (0.2); review conference call agenda from Attorney Peer re: Plan of Reorganization (0.1).				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00
6/22/2016	Review updated waterfall and discuss same with Mr. Kozel.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
6/23/2016	Participate in conference call with committee members and discussion with Attorney Polinko following.				
	Benjamin M. Cooke	0.30 hrs.	300.00 / hr	\$	90.00
6/23/2016	Committee Call (0.8); Conference with Mr. Opincar on open issues to collect update on case matters (0.5).				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00

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6/23/2016	Participate in bi-weekly Committee conference call with Attorney Chris Peer (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
6/23/2016	Preparation for and attendance at the June 23, 2016 Meeting of the Official Committee of Unsecured Creditors of Wings of Medina Liquidation, Inc. and preparation of Meeting Minutes.				
	Mary G. McCarty	3.40 hrs.	105.00 / hr	\$	357.00
6/24/2016	Conference with Carl Harman re: committee update.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
6/24/2016	Continued work on Minutes of the June 23, 2016 Meeting of the Official Committee of Unsecured Creditors of Wings of Medina Liquidation, Inc.				
	Mary G. McCarty	0.80 hrs.	105.00 / hr	\$	84.00
6/30/2016	Review files for open issues and in preparation of communication to committee.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00

Fees for this matter	\$	<u>5,169.00</u>
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REIMBURSABLE COSTS

Computerized Legal Research	\$	40.47
Copy Charges	\$	52.10

6/1/2016	SpeakSpace, LLC - Conference Call 5/20/16 with Counsel.	\$	9.69
6/1/2016	SpeakSpace, LLC - Conference Call 5/12/16 with Messrs. Campana, Bettcher, Harman, Goddard, Lozel and McNiel.	\$	5.17
6/1/2016	SpeakSpace, LLC - Conference Call 5/12/16 with Messrs. Campana, Bettcher, Harman, Goddard, Lozel and McNiel.	\$	13.86
6/13/2016	Travel Expense - 6/13/16 Attend Court Hearing, Akron, Ohio.	\$	60.70
6/16/2016	Travel Expense - 6/16/16 Attend Mediation Conference, Cleveland, Ohio.	\$	22.14

Total costs for this matter	\$	<u>204.13</u>
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>5,373.13</b>
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In re: Wings of Medina Liquidation, Inc., et al. - Use/Sale/Lease of Asset

6/2/2016 Review of email and attachment received from Neal Sherman re: equipment and discuss same with Attorney Chris Peer (.3).

John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
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Fees for this matter	\$	90.00
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**Total current billing for this matter     \$            90.00**



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Our Matter No: 20801-304  
In re: Wings of Medina Liquidation, Inc., et al. - OTM Proposed Retention/Fee Application

6/10/2016	Review Debtors' counsel fee invoice for May.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
6/10/2016	Review of monthly billing of Debtors' counsel, as forwarded pursuant to Interim Compensation Order (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
6/13/2016	Review monthly invoices and deliver to Debtors, TA and UST.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
	Fees for this matter			\$	330.00
	Total current billing for this matter			\$	330.00

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In re: Wings of Medina Liquidation, Inc., et al. - Claims Analysis and Administration

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For Services Performed Through June 30, 2016

**Our Matter No: 20801-310**

**In re: Wings of Medina Liquidation, Inc., et al. - WHP Retention/Fee Applications**

6/8/2016      Review of WHP monthly billing.

Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
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Fees for this matter	\$	150.00
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>150.00</b>
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For Services Performed Through June 30, 2016

**Our Matter No: 20801-311**

**In re: Wings of Medina Liquidation, Inc., et al. - Plan of Reorganization/Disclosure Statement**

6/1/2016	Plan negotiations with Mr. Opincar (0.7); Draft outline of Committee expectations for Plan (0.7).				
	Christopher W. Peer	1.40 hrs.	300.00 / hr	\$	420.00
6/1/2016	Review of email and attachment from Attorney Chris Peer and suggested points of discussion for creation of Plan and Liquidating Trust (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
6/2/2016	Review of email and attachment from Mark Kozel re: comments to Plan Outline (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
6/3/2016	Draft and Update Plan outline (1.1); conference with Mr. Polinko and Mr. Kozel re: plan outline and negotiations (0.6).				
	Christopher W. Peer	1.70 hrs.	300.00 / hr	\$	510.00
6/3/2016	Discuss with Attorney Chris Peer potential topics and issues with Plan of Liquidation and Liquidating Trust (.3); review of email from Attorney Chris Peer to Debtor's counsel re: same (.3); participate in call with Attorney Chris Peer and Mark Kozel to discuss same and in preparation for call with Debtor's counsel scheduled for June 6 (.4).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
6/6/2016	Conference call with Debtors counsel re: plan construction (1.1); update email to Mark Kozel re: same (0.2).				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
6/6/2016	Participate in call with Debtors' counsel and Attorney Chris Peer to discuss Plan exclusivity and liquidating trust (.9); participate in follow-up call with Attorney Chris Peer to briefly discuss call (.1).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
6/7/2016	Revisions to Plan term sheet (0.4); discussion with Mark Kozel re: plan term sheet (0.3).				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
6/7/2016	Participate in conference call with Attorney Chris Peer and Mark Kozel to discuss prior call with Debtors' counsel and response to Motion for Extension of Exclusivity (.8); participate in follow-up discussion with Attorney Chris Peer. (.2).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00

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6/8/2016	Outline response to Debtors motion for extension of exclusivity (1.1); draft Limited Objection (1.4).				
	Christopher W. Peer	2.50 hrs.	300.00 / hr	\$	750.00
6/9/2016	Consideration of issues relating to plan construction and revision to Outline of Substantive Considerance.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
6/9/2016	Review and revise Limited Objection to Extension of Exclusivity and forward same to Attorney Chris Peer (.7).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
6/10/2016	finalize plan outline and Objection to extension of exclusivity and file the same.				
	Christopher W. Peer	2.00 hrs.	300.00 / hr	\$	600.00
6/10/2016	Participate in discussion with Attorney Chris Peer re: limited objection to extension of exclusivity (.4); review of email to Debtors' counsel re: same and follow-up with Attorney Chris Peer (.4); review of email and attachment from Chris Peer re: outline of tasks concerning future Plan and Liquidating Trust and response to same from Mark Kozel (.8); finalize and prepare for filing the Limited Objection (.4).				
	John A. Polinko	2.00 hrs.	300.00 / hr	\$	600.00
6/11/2016	Conference call with Mr. Opincar re: Plan extension.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
6/12/2016	Preparations for hearing on Motion to Extend Excursive Periods.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
6/13/2016	Review Objection and prepare for hearing (1.1); discuss same and options with Mr. Kozel and Mr. Polinko (0.5); negotiations with Mr. Opincar re: exclusivity (0.4).				
	Christopher W. Peer	2.00 hrs.	300.00 / hr	\$	600.00
6/14/2016	Review Agreed Order re: Plan Exclusivity (0.3); begin trust review for possible forms for Liquidating Trust (0.3).				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
6/14/2016	Review of email and attachment from Debtors' counsel re: proposed order to Exclusivity Motion and discuss same with Attorney Chris Peer and Mark Kozel (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
6/23/2016	Participate in call with Debtors' counsel and Attorney Chris Peer to discuss open items and delegation of work in pursuit of Joint Plan of Liquidation (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00

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Fees for this matter	\$	<u>6,510.00</u>
<b>Total current billing for this matter</b>	<b>\$</b>	<b>6,510.00</b>

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**Our Matter No: 20801-315**

**In re: Wings of Medina Liquidation, Inc., et al. - Travel**

6/13/2016	Travel to Akron.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
6/13/2016	Travel to and from Akron Bankruptcy Court to attend status hearing (2.0).				
	John A. Polinko	2.00 hrs.	300.00 / hr	\$	600.00
6/16/2016	Travel to and from offices of Buckley King for mediation conference on Travaglini cure costs (1.1).				
	John A. Polinko	1.10 hrs.	300.00 / hr	\$	330.00
	VALUE OF HOURS WORKED			\$	1,140.00
	LESS: COURTESY DISCOUNT			\$	<u>-570.00</u>
	Fees for this matter			\$	570.00
	<b>Total current billing for this matter</b>			\$	<b>570.00</b>

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For Services Performed Through June 30, 2016

**Our Matter No: 20801-316**

**In re: Wings of Medina Liquidation, Inc., et al. - Court Appearances**

6/13/2016	Status conference and Plan exclusivity hearing.				
	Christopher W. Peer	1.40 hrs.	300.00 / hr	\$	420.00
6/13/2016	Participate in status hearing in Court to discuss, among other things, Debtors' Motion to Extend Exclusivity, disposition of cases and pending Motions/Objections filed by Debtors (1.2).				
	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00

Fees for this matter	\$	780.00
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>780.00</b>
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**Our Matter No: 20801-318**

**In re: Wings of Medina Liquidation, Inc., et al. - Litigation/Advisory Proceeding**

6/2/2016	Correspond with Corri Burns re: set-up of Motion for 2004 Examination and work on outline of Motion for 2004 Examination (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
6/3/2016	Work on further outline of 2004 Motion (.3); review notes from discussion with Mr. Ray Joll and note topics for document request (.8).				
	John A. Polinko	1.10 hrs.	300.00 / hr	\$	330.00
6/3/2016	Outline letter to Debtors' counsel re: request for documents to be requested informally and without the need for a Motion for 2004 Examination (1.0).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
6/6/2016	Complete draft of Motion for Rule 2004 Examination of Ray Joll (1.4); complete revisions and forward to Corri Burns for formatting and printing (.6).				
	John A. Polinko	2.00 hrs.	300.00 / hr	\$	600.00
6/6/2016	Continue draft of letter to Debtors' counsel re: request for documents (.7).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
6/7/2016	Confer with Attorney Polinko re: response to debtors counsel re: plan, 2004 exams and requested records; review correspondence obtained through counsel for Mr. Joll re: same (0.3); review and comment upon draft correspondence re: same; review and revise draft term sheets and confer with Attorney Cooke re: same; forward to opposing counsel (0.3).				
	Matthew W. Nakon	0.60 hrs.	300.00 / hr	\$	180.00
6/7/2016	Review email and attachment from Debtors' counsel re: challenge statement forwarded to Buyer and briefly discuss same with Attorney Chris Peer (.5); review email from Mark Kozel and make revisions to letter directed to Debtors' counsel requesting certain documents (.5).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
6/8/2016	Review and revise correspondence to Attorney Opincar and confer with Attorney Polinko and Mr. Kozel re: same (0.7); review scheduling and scope issues concerning 2004 exams (0.1).				
	Matthew W. Nakon	0.80 hrs.	300.00 / hr	\$	240.00
6/8/2016	Review document demand letter (0.4); review Traviligni mediation statement and provide comments (0.7).				

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	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
6/8/2016	Participate in call with counsel for Debtors' re: mediation brief in Travaglini matter (.5); review Debtors' mediation brief and discuss same with Attorney Chris Peer (.6); prepare draft of Committee's mediation brief and forward to Attorney Chris Peer and Mr. Mark Kozel to review financial components of briefs (2.4); prepare revisions to mediation brief based on comments from Attorney Chris Peer and Mr. Mark Kozel and circulate for finalization (.5).				
	John A. Polinko	4.00 hrs.	300.00 / hr	\$	1,200.00
6/8/2016	Review of specific case law as it relates to cure costs and operating agreements (1.2).				
	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
6/9/2016	Revisions to documents re: Austintown mediation.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
6/9/2016	Participate in brief call with Attorney Patrick Keating re: Travaglini mediation and background of adversary complaint filed against Cortland Bank, since dismissed (.4); review and respond to multiple emails re: mediation briefs and extension on time to distribute (.3); participate in brief call with Attorney Chris Peer re: same and results of call with Committee members (.4).				
	John A. Polinko	1.10 hrs.	300.00 / hr	\$	330.00
6/10/2016	Review and revise final correspondence to Attorney Opincar and confer with co-counsel re: same.				
	Matthew W. Nakon	0.30 hrs.	300.00 / hr	\$	90.00
6/10/2016	Forward final version of Motion for 2004 Examination of Ray Joll to Attorney's Matt Nakon and Chris Peer, in addition to Mark Kozel, for any last comments or changes, review comments and suggested changes and finalize Motion for filing (1.1); forward email and copy of Motion to counsel for Ray Joll (.2).				
	John A. Polinko	1.30 hrs.	300.00 / hr	\$	390.00
6/14/2016	Review of Answer to Complaint, and Counterclaim, filed by Bosselman Food Services and discuss same with Attorney Chris Peer (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
6/14/2016	Review and discuss Travaglini mediation brief with Mark Kozel in preparation for mediation conference (.6).				
	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00
6/15/2016	Review communication from Mr. Joll's counsel requesting 2004 exam in Pittsburgh and consenting to motion requesting same.				
	Matthew W. Nakon	0.30 hrs.	300.00 / hr	\$	90.00
6/15/2016	Participate in call with counsel for Ray Joll re: Motion for 2004 Examination (.3); discuss same with Attorney Chris Peer (.1).				

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	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
6/16/2016	Provide assistance to Mr. Kozel and Mr. Polinko re: mediation with Travaligni.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
6/16/2016	Attend mediation conference at offices of Buckley King re: Travaglini cure claim with Debtors' counsel, Travaglini's counsel and representatives, John Lane and Mark Kozel.				
	John A. Polinko	7.50 hrs.	300.00 / hr	\$	2,250.00
6/17/2016	Review Joll 2004 Examination Motion and provide comments.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
6/17/2016	Electronically file Motion (and Order) for an Order Directing Rule 2004 Examination of Raymond Joll (doc. 382) in the United States Bankruptcy Court, Northern District of Ohio.				
	Docket	0.10 hrs.	60.00 / hr	\$	6.00
6/21/2016	Review Joll materials re: 2004 examination Motion filed last week.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
6/23/2016	Review of Motion for Entry of Stipulated Protective Order (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
6/23/2016	Collate and collect documents received in re: insurance policies and other documents related to potential action against Director's and Officer's (1.6).				
	John A. Polinko	1.60 hrs.	300.00 / hr	\$	480.00
6/24/2016	Confer with co-counsel re: status of response to document request and procedural issues re: 2004 exams.				
	Matthew W. Nakon	0.20 hrs.	300.00 / hr	\$	60.00
6/27/2016	Review of Limited Objection filed by Debtors to Motion for 2004 Examination and discuss same with Attorney Chris Peer (.8); review of documents previously provided in anticipation of 2004 Examination of Ray Joll (1.6).				
	John A. Polinko	2.40 hrs.	300.00 / hr	\$	720.00
6/28/2016	Work on outline for upcoming 2004 Examination of Ray Joll (1.8).				
	John A. Polinko	1.80 hrs.	300.00 / hr	\$	540.00
6/29/2016	Assess status of reply to document request and edit correspondence to counsel re: same (0.3); confer with co-counsel re: procedural matters moving forward (0.2).				
	Matthew W. Nakon	0.50 hrs.	300.00 / hr	\$	150.00
6/29/2016	Prepare Agreed Order re: 2004 Examination of Ray Joll and forward same to Debtors' counsel (.6); review 9019 Motion to Compromise and respond to Debtors' counsel re: same (.5); revise letter to counsel for Debtors re: Committee's request for certain				

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Fees for this matter	\$ 11,856.00
<b>Total current billing for this matter</b>	<b>\$ 11,856.00</b>

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#### INVOICE SUMMARY

Current

FEES FOR PROFESSIONAL SERVICES	25,755.00
REIMBURSABLE COSTS	<u>204.13</u>
<b>PLEASE REMIT BALANCE DUE THIS INVOICE</b>	<b>25,959.13</b>

**TERMS**

■ **NET 30 DAYS**

The Ohio Supreme Court Disciplinary Rules provide that attorneys' fees are to be based upon the hours spent; the results obtained; the urgency of the matter; the experience, reputation and ability of the attorneys involved; and the novelty and difficulty of the issue involved. Our fees for all lawyers and paralegals are computed not solely based on hours spent and are in accordance with the Supreme Court rules. If you have any questions, please call us.

*Thank you for entrusting us with your legal needs.*

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Our Matter No: 20801-301

In re: Wings of Medina Liquidation, Inc., et al.

7/5/2016	Draft Agenda for Committee Meeting and circulate same to Committee and Professionals. .				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
7/5/2016	Review of email and agenda forwarded by Attorney Chris Peer in re: upcoming Committee call and discuss same with Attorney Chris Peer (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
7/6/2016	Respond to committee members re: call on July 7, 2016.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
7/6/2016	Review of agenda and materials for upcoming Committee call (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
7/7/2016	Committee update call.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
7/8/2016	Respond to inquiry from committee members. .				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
7/11/2016	Review and circulate monthly fee statements.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
7/12/2016	Work on Meeting Minutes for the Official Committee of Unsecured Creditors re: Wings of Medina Liquidation, Inc., et al.				
	Mary G. McCarty	0.10 hrs.	105.00 / hr	\$	10.50
7/13/2016	Preparation of Minutes for the July 7, 2016 Meeting of the Official Committee of Unsecured Creditors re: Wings of Medina Liquidation.				

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	Mary G. McCarty	2.90 hrs.	105.00 / hr	\$	304.50
7/14/2016	Review Minutes from July 7, 2016.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
7/18/2016	Prepare agenda for committee call (0.5); circulate same (0.2); arrange call with debtors counsel (0.1).				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
7/18/2016	Discussion with claims traders re: public facts in case.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
7/18/2016	Review of email and attachments to Committee in anticipation of Committee telephonic conference on 7/19/16 (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
7/18/2016	Preparation of materials for the July 20 Meeting of the Committee of Unsecured Creditors re: Wings of Medina Liquidation, Inc.				
	Mary G. McCarty	0.10 hrs.	105.00 / hr	\$	10.50
7/19/2016	Conference call with Debtors' counsel (0.6); review information re: TA global resolution approach and forward same to Committee (0.5).				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
7/19/2016	Participate in conference call with Attorney Chris Peer and counsel for Debtors to discuss open items (.5); review email with attachment forwarded by Debtors' counsel re: potential resolution to holdback funds (.4).				
	John A. Polinko	0.90 hrs.	300.00 / hr	\$	270.00
7/19/2016	Continued preparation for the July 20 Meeting of the Official Committee of Unsecured Creditors re: Wings of Medina Liquidation, Inc.				
	Mary G. McCarty	0.10 hrs.	105.00 / hr	\$	10.50
7/20/2016	Committee call (0.7); follow up with Debtors re: TAG and Trade Dress (0.3).				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
7/20/2016	Participate in bi-weekly Committee call with members of the Committee and Attorney Chris Peer (.7); participate in follow-up call with Attorney Chris Peer to discuss Committee recommendations (.2); forward email to Debtors' counsel re: TAG and request to view Sharon decor (.3); review of email from Debtors' counsel in response to request, forward same to Attorney Chris Peer and members, and reply to Debtors' counsel (.4).				
	John A. Polinko	1.60 hrs.	300.00 / hr	\$	480.00
7/20/2016	Preparation for and attendance at meeting of the Official Committee of Unsecured Creditors re: Wings of Medina Liquidation, Inc. and work on preparation of Meeting Minutes.				

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	Mary G. McCarty	0.90 hrs.	105.00 / hr	\$	94.50
7/22/2016	Review of Monthly Operating Report filed by the Debtors (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
7/27/2016	Conference with Mr. Kozel re: activity while Mr. Kozel was on vacation and committee directives re: same.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
7/28/2016	Work on the Minutes of the July 20, 2016 Meeting of the Official Committee of Unsecured Creditors re: Wings of Medina Liquidation, Inc.				
	Mary G. McCarty	3.60 hrs.	105.00 / hr	\$	378.00
7/29/2016	Continued work on Minutes for the July 20, 2016 Meeting of the Official Committee of Unsecured Creditors re: Wings of Medina Liquidation, Inc.				
	Mary G. McCarty	0.40 hrs.	105.00 / hr	\$	42.00
Fees for this matter				\$	<u>3,970.50</u>
REIMBURSABLE COSTS					
Computerized Legal Research				\$	376.99
Copy Charges				\$	88.60
7/8/2016	SpeakSpace, LLC - Conference Calling Service 6/23/16.				\$ 8.80
7/8/2016	SpeakSpace, LLC - Conference Calling Service 6/9/16.				\$ 18.78
Total costs for this matter				\$	<u>493.17</u>
Total current billing for this matter				\$	4,463.67



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For Services Performed Through July 31, 2016

**Our Matter No: 20801-302**

**In re: Wings of Medina Liquidation, Inc., et al. - Use/Sale/Lease of Asset**

7/11/2016	Participate in brief discussion with Debtors' counsel re: resolution with TAG and review email follow-up sent by Debtor's counsel, discussing same with Attorney Chris Peer (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
7/21/2016	Attention to request for review of trade dress in Sharon, PA.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
7/21/2016	Review email from Attorney Chris Peer and briefly discuss issue of decor located in Sharon, PA (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
7/22/2016	Review of email and attachments from Debtors' professionals re: decor remaining in Sharon (.5); forward same to Attorney Chris Peer and Committee member and briefly discuss same with Attorney Chris Peer (.3).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
7/22/2016	Review of Debtors' motion to sell remaining equipment and decor being stored by TAG, and the attachments thereto (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
7/25/2016	Research re: trade dress and Committee response re: same.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
7/25/2016	Review email from Debtors' counsel re: disputed decor and forward response to counsel (.1); review results of online auction and forward email to Attorney Chris Peer and committee member re: results of online auction of decor and inquire if desire still remains to view disputed decor (.3); participate in brief call with Committee member re: in person visit to Sharon, PA location and forward email to Debtors' counsel and John Lane to advise that in person visit is not necessary (.4).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
7/26/2016	Forward email to Debtors' counsel re: resolution with TravelCenters and decor in Sharon, PA and review response from Debtors' counsel (.2).				
	John A. Polinko	0.20 hrs.	300.00 / hr	\$	60.00

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Fees for this matter	\$	<u>1,260.00</u>
<b>Total current billing for this matter</b>	<b>\$</b>	<b>1,260.00</b>

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For Services Performed Through July 31, 2016

**Our Matter No: 20801-304**

**In re: Wings of Medina Liquidation, Inc., et al. - OTM Proposed Retention/Fee Application**

7/18/2016      Review of monthly invoice forwarded by John Lane of Inglewood Associates (.4).

John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
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Fees for this matter	\$	120.00
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>120.00</b>
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Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.  
c/o Mr. Carl B. Harman  
1024 Pleasant Valley Road  
Harrisonburg, VA 22801-9790

August 10, 2016  
Invoice 147880  
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For Services Performed Through July 31, 2016

**Our Matter No: 20801-309**

**In re: Wings of Medina Liquidation, Inc., et al.- Creditor Communication**

7/7/2016 Participate in call with counsel for creditor to discuss closing of sale and next steps re:  
plan and future distributions, once determined (.4).

John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
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Fees for this matter	\$	120.00
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>120.00</b>
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**Our Matter No: 20801-310**  
**In re: Wings of Medina Liquidation, Inc., et al. - WHP Retention/Fee Applications**

7/11/2016	Review of final monthly invoice and email from Attorney Chris Peer forwarding same (.3).			
John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
Fees for this matter				\$ 90.00
<b>Total current billing for this matter</b>				<b>\$ 90.00</b>

Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.  
c/o Mr. Carl B. Harman  
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August 10, 2016  
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For Services Performed Through July 31, 2016

**Our Matter No: 20801-311**

**In re: Wings of Medina Liquidation, Inc., et al. - Plan of Reorganization/Disclosure Statement**

7/15/2016	Review forms of trusts.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
7/19/2016	Continue research re: substantive consolidation for purposes of distribution (.8); review multiple articles re: same (1.5).				
	John A. Polinko	2.30 hrs.	300.00 / hr	\$	690.00
7/22/2016	Brief review of previously prepared and/or filed trust agreements in anticipation of drafting same to be included with Plan (1.0).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
7/25/2016	Continued work on Trust.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
7/27/2016	Review email and attachment from Debtors' counsel re: draft disclosure statement and briefly discuss with Attorney Chris Peer (.4); begin review of draft disclosure statement (1.0).				
	John A. Polinko	1.40 hrs.	300.00 / hr	\$	420.00
7/28/2016	Discussion with Mr. Kozel re: claims and Disclosure Statement.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
7/28/2016	Continue review of draft disclosure statement forwarded by Debtors' counsel and briefly discuss plan of providing comments to Debtors' counsel with Attorney Chris Peer (2.1); collect research re: substantial consolidation in anticipation of submitting suggestions to counsel for Debtors (.8); review of comments of Mark Kozel to draft disclosure statement (.5).				
	John A. Polinko	3.40 hrs.	300.00 / hr	\$	1,020.00
7/29/2016	Review draft of Disclosure Statement (2.0); compile comments and discuss same with Mr. Polinko and Mr. Kozel (0.5).				
	Christopher W. Peer	2.50 hrs.	300.00 / hr	\$	750.00
7/29/2016	Begin work on suggested revisions to disclosure statement (1.3).				
	John A. Polinko	1.30 hrs.	300.00 / hr	\$	390.00
7/31/2016	Work on outline of Liquidating Trust and review of documents forwarded by Attorney Chris Peer (2.5).				

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John A. Polinko	2.50 hrs.	300.00 / hr	\$	750.00
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Fees for this matter	\$	<u>4,590.00</u>
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>4,590.00</b>
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Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.  
c/o Mr. Carl B. Harman  
1024 Pleasant Valley Road  
Harrisonburg, VA 22801-9790

August 10, 2016  
Invoice 147880  
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For Services Performed Through July 31, 2016

**Our Matter No: 20801-318**

**In re: Wings of Medina Liquidation, Inc., et al. - Litigation/Advisory Proceeding**

7/6/2016	Confer with John Polinko re 2004 exams (0.6); review background documents re: same (0.8); legal research re: applicable legal standard and jurisdictional authority *1.2.				
	Matthew W. Nakon	2.60 hrs.	300.00 / hr	\$	780.00
7/14/2016	Collect materials re: D&O investigation, including insurance policy and other documentation received (1.2); review of "insured v. insured" exception and conduct research re: same (1.3); review of specific documents and potential causes of action (.8); finalize portion of outline for upcoming 2004 examination of Ray Joll (.9).				
	John A. Polinko	4.20 hrs.	300.00 / hr	\$	1,260.00
7/19/2016	Confer with Attorney Polinko re: scheduling of 2004 Examination of Mr. Joll and review background issues and initial correspondence re: same (0.5); legal research re: legal standards for claims (0.9).				
	Matthew W. Nakon	1.40 hrs.	300.00 / hr	\$	420.00
7/19/2016	Forward email to counsel for Ray Joll re: scheduling of 2004 examination and timing for document production (.2).				
	John A. Polinko	0.20 hrs.	300.00 / hr	\$	60.00
7/26/2016	Meeting with John Polinko re: scheduling matters for examination, document delivery and applicable law (0.4); legal research re: same (0.9); review policy documents (1.6).				
	Matthew W. Nakon	2.90 hrs.	300.00 / hr	\$	870.00
7/26/2016	Conduct research re: Third Circuit law concerning directors and officers obligations and fiduciary duties (2.1); participate in brief discussion with Attorney Matt Nakon to discuss operative law and provide brief email summary (.4); review of insurance policy and "insured v. insured" exclusion (1.0).				
	John A. Polinko	3.50 hrs.	300.00 / hr	\$	1,050.00
7/26/2016	Research regarding whether the directors and officers of a corporation can become personally liable for the corporation's debts where the directors and officers committed fraudulent acts.				
	Michael R. Nakon	6.00 hrs.	80.00 / hr	\$	480.00
7/27/2016	Continued review of application of standard in various jurisdictions and assess application of same; preparation for 2004 exam.				
	Matthew W. Nakon	1.10 hrs.	300.00 / hr	\$	330.00
7/27/2016	Further research regarding whether the directors and officers of a corporation can				



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Invoice 147880  
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become personally liable for the corporation's debts where the directors and officers  
committed fraudulent acts.

Michael R. Nakon	5.20 hrs.	80.00 / hr	\$	416.00
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Fees for this matter	\$	5,666.00
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<b>Total current billing for this matter</b>	<b>\$</b>	<b>5,666.00</b>
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Offl. Cmte. of Unsec. Creditors of Wings of Medina Liquidation, Inc.  
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August 10, 2016  
Invoice 147880  
Remittance Page

#### INVOICE SUMMARY

Current

FEES FOR PROFESSIONAL SERVICES	15,816.50
REIMBURSABLE COSTS	<u>493.17</u>
<b>PLEASE REMIT BALANCE DUE THIS INVOICE</b>	<b>16,309.67</b>

**TERMS**

■ **NET 30 DAYS**

The Ohio Supreme Court Disciplinary Rules provide that attorneys' fees are to be based upon the hours spent; the results obtained; the urgency of the matter; the experience, reputation and ability of the attorneys involved; and the novelty and difficulty of the issue involved. Our fees for all lawyers and paralegals are computed not solely based on hours spent and are in accordance with the Supreme Court rules. If you have any questions, please call us.

*Thank you for entrusting us with your legal needs.*

***Return this page with your remittance to  
Wickens, Herzer, Panza, Cook & Batista Co.  
35765 Chester Road, Avon, Ohio 44011-1262***

# EXHIBIT D

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION  
(AKRON)

IN RE:

WINGS OF MEDINA LIQUIDATION, INC.,  
ET AL.<sup>1</sup>

Debtors

Chapter 11

Case Nos. 15-52722; 15-52726 through  
15-52732; 15-52734 through 15-52735;  
15-52737 through 15-52738; 15-52740  
through 15-52749; 15-52751 through 15-  
52754  
(Joint Administration under Case No. 15-  
52722)

JUDGE ALAN M. KOSCHIK

\* \* \* \*

**CERTIFICATION OF CHRISTOPHER W. PEER REGARDING SECOND INTERIM  
APPLICATION OF WICKENS, HERZER, PANZA, COOK & BATISTA, CO. FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
APRIL 1, 2016, THROUGH JULY 31, 2016**

I, Christopher W. Peer, hereby certify that I have read and foregoing *Second Interim  
Application of Wickens, Herzer, Panza, Cook & Batista, Co., for Allowance of Compensation for*

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<sup>1</sup> The Debtors and the last four digits of the Debtors' United States Tax Identification Number following in parentheses are: Wings of Medina Liquidation, Inc. (8260); Wings Operations Liquidation, Inc. (2667); Wings Management Liquidation, Inc. (1988); Wings Franchising Liquidation Corporation (1589); Steak & Wings Liquidation, Inc. (7669); Wings Sauces Liquidation, Inc. (8951); Wings Intellectual Properties Liquidation Corporation (9985); Wings of Buffalo Liquidation, Inc. (6439); Wings of Sheffield Liquidation, Inc. (5326); Wings of Plano Liquidation, Inc. (6701); Wings of Warren Liquidation, Inc. (3865); Wings of Independence Liquidation, Inc. (0166); Wings of Newport News Liquidation, Inc. (3858); Wings of Lakewood Liquidation, Inc. (1575); Wings of Harrisonburg Liquidation, Inc. (4832); Wings of Concord Liquidation, Inc. (9262); Wings of Carrollton Liquidation, Inc. (7632); Wings of Fort Wayne Liquidation, Inc. (3079); Wings Holdings Liquidation, Inc. (6457); Best Wings Liquidation, Inc. (1339); Wings of Wheeling Liquidation, Inc. (2220); Wings of Vermillion Liquidation, Inc. (5207); Wings of Springfield Liquidation, Inc. (9745); Wings of Springfield Realty Liquidation, Inc. (9589); Wings of Fredericksburg Liquidation, Inc. (4887); Wings of Medina Realty Liquidation, Inc. (8418); and Wings Aggregator, Inc. (1263).

*Services Rendered and Reimbursement of Expenses Incurred for the Period April 1, 2016, through July 31, 2016* (the "Application") filed by Wickens, Herzer, Panza, Cook & Batista, Co. ("WHP"). To the best of my knowledge, information and belief formed after reasonable inquiry, the compensation and expense reimbursement sought in the Application conforms with the *Guidelines for Compensation and Expense Reimbursement of Professionals Promulgated by Bankruptcy Court for the Northern District of Ohio*, and the compensation and expense reimbursement requested is invoiced at rates in accordance with practices no less favorable to the Committee and the Debtors' estates than those customarily employed by WHP. Moreover, no attorney or paraprofessional of WHP is a relative of any judge of this Court or the United States Trustee in the region in which these cases are pending, nor are they or have they been connected with any judge of this Court or such United States Trustee so as to render the employment of WHP improper as set forth in Rule 5002 of the Federal Rules of Bankruptcy Procedure.

Dated: September 9, 2016

Respectfully submitted,

/s/ Christopher W. Peer

Christopher W. Peer (No. 0076257)

E-mail Cpeer@wickenslaw.com

John A. Polinko (No. 0073967)

E-mail JPolinko@WickensLaw.com

WICKENS, HERZER, PANZA, COOK & BATISTA CO.

35765 Chester Road

Avon, OH 44011-1262

(440) 695-8000 (Main)

(440) 695-8098 (Fax)

ATTORNEYS FOR THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF WINGS OF MEDINA  
LIQUIDATION, INC.

# EXHIBIT E

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION  
(AKRON)

IN RE:

WINGS OF MEDINA LIQUIDATION, INC.,  
ET AL.<sup>1</sup>

Debtors

Chapter 11

Case Nos. 15-52722; 15-52726 through  
15-52732; 15-52734 through 15-52735;  
15-52737 through 15-52738; 15-52740  
through 15-52749; 15-52751 through 15-  
52754  
(Joint Administration under Case No. 15-  
52722)

JUDGE ALAN M. KOSCHIK

\* \* \* \*

**ORDER APPROVING SECOND APPLICATION OF WICKENS, HERZER, PANZA,  
COOK & BATISTA, CO. FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
APRIL 1, 2016, THROUGH JULY 31, 2016**

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<sup>1</sup> The Debtors and the last four digits of the Debtors' United States Tax Identification Number following in parentheses are: Wings of Medina, Inc. (8260); Wings Operations, Inc. (2667); Wings Management, Inc. (1988); Wings Franchising Corporation (1589); Steak & Wings Liquidation, Inc. (7669); Wings Sauces, Inc. (8951); Wings Intellectual Properties Liquidation Corporation (9985); Wings of Buffalo, Inc. (6439); Wings of Sheffield Liquidation, Inc. (5326); Wings of Plano Liquidation, Inc. (6701); Wings of Warren Liquidation, Inc. (3865); Wings of Independence, Ohio Liquidation, Inc. (0166); Wings of Newport News Liquidation, Inc. (3858); Wings of Lakewood Liquidation, Inc. (1575); Wings of Harrisonburg Liquidation, Inc. (4832); Wings of Concord Liquidation, Inc. (9262); Wings of Carrollton Liquidation, Inc. (7632); Wings of Fort Wayne Liquidation, Inc. (3079); Wings Holdings Liquidation, Inc. (6457); Best Wings Liquidation, Inc. (1339); Wings of Wheeling Liquidation, Inc. (2220); Wings of Vermillion Liquidation, Inc. (5207); Wings of Springfield Liquidation, Inc. (9745); Wings of Springfield Realty Liquidation, Inc. (9589); Wings of Fredericksburg Liquidation, Inc. (4887); Wings of Medina Reality Liquidation, Inc. (8418); and Wings Aggregator Inc. (1263).

This matter coming before the Court on the Second Interim Application of Wickens, Herzer, Panza, Cook & Batista, Co. ("WHP") for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period April 1, 2016, through July 31, 2016, Docket No. \_\_\_\_ (the "Application"), filed by counsel to the Official Committee of Unsecured Creditors (the "Committee") in the above-referenced chapter 11 cases. The Court having reviewed the Application, the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and reference from the District Court for the Northern District of Ohio pursuant to 28 U.S.C. § 157; (b) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of the Debtors' chapter 11 cases and the Application is proper under 28 U.S.C. §§ 1408 and 1409; (d) service and notice of the Application was sufficient under the circumstances; and (e) the legal and factual bases set forth in the Application establish just cause for the relief granted herein:

**IT IS HEREBY ORDERED THAT:**

1. The Application shall be, and hereby is, APPROVED.
2. All capitalized terms used herein but otherwise not defined have the same meanings ascribed to them in the Application.
3. Compensation to WHP for the Application Period is allowed on an interim basis in the amount of \$121,217.00, as described in the Application.
4. Reimbursement to WHP for expenses incurred during the Application Period is allowed on an interim basis in the amount of \$1,361.28
5. The Debtors are hereby authorized and directed to pay WHP the balance of all fees and expenses allowed pursuant to this Order, including those that were previously held back



pursuant to the Interim Compensation Order, less any amounts previously paid in accordance with the Interim Compensation Order.

6. The Debtors are authorized and directed to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation and/or interpretation of this Order.

###

Prepared by:

/s/Christopher W. Peer

Christopher W. Peer (0076257)

Email: [cpeer@wickenslaw.com](mailto:cpeer@wickenslaw.com)

John A. Polinko (0073967)

Email: [jpolinko@wickenslaw.com](mailto:jpolinko@wickenslaw.com)

WICKENS, HERZER, PANZA, COOK & BATISTA, CO.

35765 Chester Road

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ATTORNEYS FOR THE OFFICIAL COMMITTEE  
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OF MEDINA LIQUIDATION, INC.